

IN UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA (ERIE)

In re: : Case No. 03-12126-WWB  
: :  
ERIE POWER TECHNOLOGIES, INC., : Chapter 11  
: :  
Debtor. :

ORDER APPROVING ASSUMPTION AND  
ASSIGNMENT OF EXECUTORY CONTRACT  
PURSUANT TO 11 U.S.C. § 365

This 7 day of September, 2004, upon consideration of Debtor's Motion to Assume and Assign Executory Contract Pursuant to 11 U.S.C. § 365, and any responses thereto, and after notice and hearing, the Court hereby finds that the prerequisites to such assumption have been met and that the assumption and assignment of these contracts is in the best interests of the Estate.

Accordingly, it is hereby ORDERED and DECREED that:

Debtor is authorized to assume and assign the contract known as the VEO Agreement and Finch Pruyn Orders (as more fully described in Debtor's Motion) to CMI America, Inc., CMI EPTL, LLC or another designated affiliate of CMI America, Inc., and that the prerequisites for the assumption of such contract have been met.

BY THE COURT:

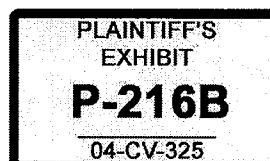
Warren W. Bente  
The Honorable Warren W. Bente  
United States Bankruptcy Judge

cc: KEITH WHITSON ESQ (FAX)  
U.S. TRUSTEE

FILED

SEP 07 2004

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WEST DIST OF PA - ERIE



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